

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

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OMB APPROVAL

SEC USE ONLY

DATE RECEIVED

OMB Number: Expires:

3235-0076 May 31, 2005

Estimated average burden hours per response .....

Prefix

16.00

	UNIFORM LIMITED OF	rekuro exer	WII TION	
Name of Offering ( check if this is an am	endment and name has changed, and indica	te change.)		
81/4% Participating Notes and Limited Par	tnership Interests in Argus Growth/Inco	me, LP		
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	⊠ Rule 506	☐ Section 4(6)	ULOE
Type of Filing:   New Filing				DDACESSED
	A. BASIC IDENTIFICA	FION DATA		
<ol> <li>Enter the information requested about the Name of Issuer (☐ check if this is an Argus Growth/Income, LP</li> </ol>	issuer amendment and name has changed, and inc	licate change.)		MOV 0 3 2005
Address of Executive Offices 27432 Calle Arroyo, San Juan Capistran	(Number and Street, City	y, State, Zip Code)	Telephone Number (Inc 949-481-6738	luding Area Code) I HOMSON FINEANCIAL
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City	y, State, Zip Code)	Telephone Number (Inc	
Brief Description of Business  (nvestments in commercial real estate.				
Type of Business Organization			:0)	
Γype of Business Organization  □ corporation □ business trust	☑ limited partnership, already formed ☐ limited partnership, to be formed	☐ Other (please	e specify)	05069885

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION** 

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General Partner
Full Name (Last name first, if	individual)				
Argus Growth/Income GP,	LLC				
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)			
27432 Calle Arroyo, San Ju	an Capistrano, CA	92675			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if	individual)				Transging Further
Gee, Richard					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
27432 Calle Arroyo, San Ju	an Capistrano, CA	92675			
Check Box(es) that Apply:	⊠ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, if	findividual)				
Argus Realty Investors, LP					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
27432 Calle Arroyo, San Ju	an Capistrano, CA	92675			
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, it	findividual)				
ARI Capital, LLC					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
27432 Calle Arroyo, San Ju	an Capistrano, CA	92675			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, it	findividual)				
Snodgrass, Timothy					
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)		-	
27432 Calle Arroyo, San Ju	an Capistrano. CA	92675			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, it	f individual)				
Halper, Barbara		·			
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
27432 Calle Arroyo, San Ju	an Capistrano, CA				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first, it	f individual)				
Business or Residence Addre	ss (Number and Str	eet, City, State, Zip Code)			
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Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						B.	INFORMA'	TION ABOU	JT OFFERI	NG				
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?		·												
2. What is the minimum investment that will be accepted from any individual?  YES NO  3. Does the offering permit joint ownership of a single unit?  4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer remonstant of solicit persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer conjy.  Full Name Clast name first, if individual)  Full Name (Last name first, if individual)  Fu	i. F	ias the i	ssuer sold,	or does the						_			П	l <u>×</u> J
3. Does the offering permit joint ownership of a single unit?  4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set froit the information for that broker or dealer control.  Full Name (Last name first, if individual)  WEP Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  \$\frac{1}{3}\frac{1}{4}						-	-		-					
3. Does the offering permit joint ownership of a single unit? 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer for them then five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  WEP Securities. Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  [AL] [AK] [AZ] [AR] [XCA] [CO] [CT] [DE] [DC] [FL] [CA] [HI] [DD] [MT] [NE] [NV] [NV] [NV] [NV] [NV] [NV] [NV] [NV	2. \	What is t	he minimu	m investme	nt that will i	be accepted	from any in	dividual?			•••••	•••••	. <u>\$50,</u> 0	000(1)
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set froit the information for that broker or dealer only.  Full Name (Last name first, if individual)  WEP Scartifities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Cheek* All States* or check individual) States).  [AL] [AK] [AZ] [AR] X[CA] [CO] [CT] [DE] [DC] [FL] [CA] [HI] [DD] [DA] [RS] [DN] [DN] [DN] [DN] [DN] [DN] [DN] [DN	2 5	\4L.	. cc. :			ا ا	'.n							
or similar renumeration for solicitation of purchasers in connection with sales of securities in the officing. If a person to be listed is an associated person or agent of a broker or dealer rejusted is an associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  WEP Securities, Inc.  Business of Residence Address (Number and Street, City, State, Zip Code)  \$186 Carroll Canvon Road, Swite 102, San Diego, CA 92121  Name (Last sociated Broker or Dealer)  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual) States)  [AL] {AK} [AZ] [AR] [XCA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DI] [DI] [DI] [DI] [DI] [DI] [DI] [D				•	•	•					.•		(X)	Ц
States   S														
of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
Set In the information for that broker or dealer only.														
### Steurities, Inc. ### Business or Residence Address (Number and Street, City, State, Zip Code) ### Steurities, Inc. ### Steurities, Inc. ### Steurities in Which Person Listed Has Solicited or Intends to Solicit Purchasers    Check "All States" or check individual States	S	et forth	the informa	ation for tha	t broker or d	dealer only.			•					
### Steurities, Inc. ### Business or Residence Address (Number and Street, City, State, Zip Code) ### Steurities, Inc. ### Steurities, Inc. ### Steurities in Which Person Listed Has Solicited or Intends to Solicit Purchasers    Check "All States" or check individual States	E. II N	Inma (I a	at mama Enst	ie in aistiduud	· · · · · · · · · · · · · · · · · · ·									
Business or Residence Address (Number and Street, City, State, Zip Code)	run N	iaine (La	si name msi	, ii iiiuiviuuai	1)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					<del></del>									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	Busin	ess or Re	sidence Add	lress (Numbe	r and Street, (	City, State, Zi	p Code)							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	5186	Carroll (	Canvon Roa	nd. Suite 102.	San Diego.	CA 92121								
Check "All States" or check individual States														
Check "All States" or check individual States														
[AL] [AK] [AZ] [AR] X[CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MI] [NV] [NV] [NV] [NV] [NV] [NV] [NV] [NV	States	in Whic	h Person Lis	ted Has Solic	ited or Intend	ls to Solicit P	urchasers							<del></del>
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[IL]       [IN]       [IA]       [KS]       [KY]       [LA]       [ME]       [MD]       [MA]       [MI]       [MS]       [MS]       [MS]       [MO]       [MI]       [MI]       [MI]       [NV]       [NV]       [NV]       [NV]       [NV]       [NV]       [NV]       [PA]					•				[DE]	[DC]	[FL]	[GA]	[HI]	ſŒ
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Pacific West Securities Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  104 Tremont Street, Suite 105, Port Orchard, WA 98366-3765  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).	[	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
Pacific West Securities Inc.														
Pacific West Securities Inc.	Ļ	KIJ	[3C]	[مد]	[IN]	[IA]	[UI]	[11]	ĮVAJ	[WAJ	[wv]	[w]	[WI]	[PK]
Business or Residence Address (Number and Street, City, State, Zip Code)  104 Tremont Street, Suite 105, Port Orchard, WA 98366-3765  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Full N	Jame (La	st name first	, if individua	l)							· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address (Number and Street, City, State, Zip Code)  104 Tremont Street, Suite 105, Port Orchard, WA 98366-3765  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	<b>.</b>		s 1.1 w											
104 Tremont Street, Suite 105, Port Orchard, WA 98366-3765     Name of Associated Broker or Dealer					r and Street	City State 7:	in Code)							
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)					rchard, WA	98366-3765	<u> </u>							
Check "All States" or check individual States	Name	01 ASSO	ciated Broke	r or Dealer										
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[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] X[WA] [WV] [WI] [WY] [PR]   Full Name (Last name first, if individual)  NEXT Financial Group  Business or Residence Address (Number and Street, City, State, Zip Code)  2500 Wilcrest, Suite 620, Houston, TX 77042-2757  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)														
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] X[WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  NEXT Financial Group  Business or Residence Address (Number and Street, City, State, Zip Code)  2500 Wilcrest, Suite 620, Houston, TX 77042-2757  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)														
NEXT Financial Group  Business or Residence Address (Number and Street, City, State, Zip Code)  2500 Wilcrest, Suite 620, Houston, TX 77042-2757  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]														
NEXT Financial Group  Business or Residence Address (Number and Street, City, State, Zip Code)  2500 Wilcrest, Suite 620, Houston, TX 77042-2757  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]					<del> </del>									
Business or Residence Address (Number and Street, City, State, Zip Code)  2500 Wilcrest, Suite 620, Houston, TX 77042-2757  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Full N	Vame (La	st name first	t, if individua	1)									
2500 Wilcrest, Suite 620, Houston, TX 77042-2757  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]														
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Busin	ess or Re	esidence Ado	dress (Numbe	r and Street,	City, State, Z	ip Code)							
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID]  [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	2500	Wilcrest	Snite 620	Houston TV	<i>( 77042-275</i> 2	,								
(Check "All States" or check individual States)       □ All States         X[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] X[GA] [HI] [ID]         [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]         [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]					11042-2131	<del></del>								
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X[AL]         [AK]         [AZ]         [AR]         [CA]         [CO]         [CT]         [DE]         [DC]         [FL]         X[GA]         [HI]         [ID]           [IL]         [IN]         [IA]         [KS]         [KY]         [LA]         [ME]         [MD]         [MA]         [MI]         [MN]         [MO]           [MT]         [NE]         [NV]         [NH]         [NJ]         [NM]         [NY]         [NC]         [ND]         [OH]         [OK]         [OR]         [PA]														M All States
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	Į	KI	[SC]	[2D]	[IN]	[1X]	[01]	[[1]	[VA]	[WA]	[wv]	[WI]	[WY]	[PK]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(1) Subject to certain exceptions in the discretion of the Manager.

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											Yes	No
1. Has th	e issuer sold,	or does the						-		*********		$\boxtimes$
				er also in Ap	_		-					
2. What	is the minimu	ım investme	nt that will	be accepted	from any in	dividual?					. <u>\$50,</u> 0	000(1)
											Yes	<u>N</u> o
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(1) Subject to certain exceptions in the discretion of the Manager.

SEC 1972 (6-02)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the				
	columns below the amounts of the securities offered for exchange and already exchanged.	Aggreg	ate	A	mount Already
	Type of Security	Offering 1			Sold
		5,000,000		\$	492,793
	Equity			\$	
	□ Common □ Preferred				
	Convertible Securities (including Warrants)			\$	
		5,000,000		\$	25,000
	Other (Specify)			\$	
		0,000,000		\$	517,793
	Answer also in Appendix, Column 3, if filing under ULOE.				
)					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors		Aggregate Dollar Amount of Purchases
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is		Investors 9	. \$.	Dollar Amount
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors		Investors 9 -0-	. \$ <u>.</u> . \$.	Dollar Amount of Purchases  517,793  -0-
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors		Investors 9	. \$ <u>.</u> \$.	Dollar Amount of Purchases 517,793 -0-
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors		Investors 9 -0-	. \$ <u>.</u> . \$ <u>.</u>	Dollar Amount of Purchases  517,793  -0-
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors  Non-accredited Investors  Total (for filings under Rule 504 only)		Investors 9 -0- N/A	. \$ <u>.</u> . \$ <u>.</u>	Dollar Amount of Purchases 517,793 -0- N/A
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors  Non-accredited Investors  Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		Investors 9 -0- N/A	. \$ <u>.</u> . \$ <u>.</u>	Dollar Amount of Purchases 517,793 -0- N/A  Dollar Amount
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors  Non-accredited Investors  Total (for filings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of offering		Investors 9 -0- N/A	. \$ <u>.</u> . \$ <u>.</u>	Dollar Amount of Purchases 517,793 -0- N/A
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors		Investors 9 -0- N/A  Type of Security N/A	. \$. . \$. . \$.	Dollar Amount of Purchases 517,793 -0- N/A  Dollar Amount Sold N/A
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	s	Investors 9 -0- N/A  Type of Security N/A N/A	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Dollar Amount of Purchases 517,793 -0- N/A  Dollar Amount Sold N/A N/A
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	1 S	Investors 9 -0- N/A  Type of Security N/A	. \$. . \$. . \$.	Dollar Amount of Purchases 517,793 -0- N/A  Dollar Amount Sold N/A N/A N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.

Transiti Agent's rees		<b>.</b>
Printing and Engraving Costs		\$
Legal Fees		\$
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)	×	\$ 2,800,000
Other Expenses (identify) Marketing and Due Diligence Allowance	$\boxtimes$	\$_600,000
Printing, Legal Fees, Accounting Fees and Other Offering Expenses(1)	$\boxtimes$	\$ 800,000
Total	$\boxtimes$	\$ 4,200,000

(1) Includes up to \$300,000 for accountable due diligence expenses.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.	
Offi Direc	nents to icers, ctors & iliates Payments to Others
Salaries and Fees.	000
Purchase of real estate	<b>⊠</b> \$ <u>34,600,000</u>
Purchase, rental or leasing and installation of machinery and equipment	
Construction or lease of plant buildings and facilities	🗆 \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	
Repayment of indebtedness	
Working capital □ \$	🗆 \$
Other (specify)	
Column Totals	<b>⊠</b> \$ <u>34,600,000</u>
Total Payments Listed (column totals added)	⊠ \$ <u>35,800,000</u>
D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rul ndertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the infective diversity of the infection of the U.S. of Rule 502.	le 505, the following signature constitute formation furnished by the issuer to any t
Issuer (Print or Type) Signature	Date
Argus Growth/Income, LP  Signature  But Halper	10-17-05
Name of Signer (Print or Type)  Title of Signer (Print or Type)	
Barbara Halper Chief Operating Officer, Argus Growth/Incom	ne GP, LLC, General Partner

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)